

ORIGINAL

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June 6, 2000

BY HAND DELIVERY

Ms. Blanca Bayó, Director
Division of Records and Reporting
Room 110, Easley Building
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: Notice of Pro Forma Merger Transaction of Actel Integrated Communications, Inc.

Dear Ms. Bayó:

On behalf of Actel Integrated Communications, Inc. ("Actel"), a corporation currently organized and existing under the laws of Alabama, this letter is to notify the Commission of a transaction whereby Actel will change its state of incorporation from Alabama to Delaware. Actel is a non-dominant telecommunications carrier authorized to provide local exchange and telephone toll resale telecommunications services in the State of Florida.

The sole purpose of the proposed downstream merger is to change Actel's corporate domicile from the State of Alabama to the State of Delaware in order to change the corporate law that will apply to Actel after the merger from that of Alabama to that of Delaware. The characteristics and manner in which the corporation is governed shall remain substantially the same under the current Articles of Incorporation and the proposed Charter, except to the extent Delaware law differs from Alabama law.

The current shareholders of Actel shall enjoy the same percentages of ownership, rights, terms, privileges and voting power currently provided for in Actel's Alabama Articles of Incorporation, as the sole shareholders of Actel Delaware, pursuant to its Charter. Actel's Board of Directors shall not change and will be the same after reincorporating from Alabama to Delaware.

The merger shall in no manner affect the finances, operations, management, network, employment base, services, billing or provisioning of services in any Actel markets, including Florida. The name of the underlying corporate entity will not change and will remain "Actel Integrated Communications, Inc." The reincorporated Actel will continue to operate in the state under the same certificate of public convenience and necessity and tariffs as approved by the Commission. Thus, the proposed transaction is purely *pro forma*.

- APP _____
- CAF _____
- CMP _____
- COM _____
- CTR _____
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- LEG 1
- OPC _____
- PAI _____
- RGO 1
- SEC 1
- SER _____
- OTH _____

DOCUMENT NUMBER-DATE

06907 JUN-68

FPSC-RECORDS/REPORTING

This transaction does not result in the acquisition or change of ownership or control and under these circumstances it is the understanding of Actel that prior Commission approval is not required for the proposed transaction. Accordingly, Actel will proceed on the understanding that the Commission requires no approval or other formal action with respect to the proposed transaction.

THE TRANSACTION

Actel provides local and interexchange telecommunications services in Florida pursuant to certificates of public convenience and necessity granted by the FPSC.¹

Prompted by important financial considerations, Actel plans to change its state of incorporation from Alabama to Delaware. In order to accomplish this reincorporation, Actel proposes to cause a *pro forma* merger into a wholly owned subsidiary of Actel, also named Actel Integrated Communications, Inc. ("Actel Delaware") – which corporation shall be organized and exist under the laws of Delaware. The proposed *pro forma* reincorporation will not result in any changes to the physical location, business or management of the certified entity. As a result of the proposed *pro forma* reincorporation, Actel Delaware will assume the certificates, tariffs and operations of Actel within the State of Florida.

This *pro forma* reincorporation will not affect service to Florida consumers and will not be noticed by the typical consumer. Actel will continue to be led by the same management team, and there will be no interruption in the services provided or any change in the rates, terms or conditions of services as a result of the reincorporation. All customers will continue to be served by the same team of qualified consumer representatives and will be provided services pursuant to Actel's current tariffs and contracts. Accordingly, apart from the change in the state of incorporation, the proposed transaction will be completely transparent to Florida customers in terms of the services they receive from Actel.

To effect the proposed *pro forma* reincorporation, Actel Delaware will issue one share of common stock for each outstanding share of Actel common stock. Specifically, each stock certificate representing issued and outstanding shares of Actel common stock will continue to represent the same ownership and voting interest in Actel Delaware's common stock. Upon consummation of the proposed transaction, Actel shareholders will automatically become shareholders of Actel Delaware upon the effective time of the reorganization and will hold an ownership interest in Actel Delaware identical to that which they held previously in Actel.

Consummation of the proposed transaction will serve the public interest in promoting competition among providers of telecommunications services in Florida. The *pro forma* reincorporation and associated stock issuance will result in a company better equipped to accelerate

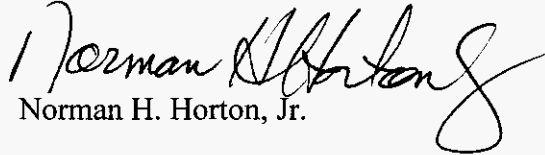
¹ Order No. PSC-99-1500-CO-TI issued August 3, 1999, and Order No. PSC-99-1566-CO-TX issued August 6, 1999.

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its growth as a competitive telecommunications service provider because of the comprehensive and flexible body of corporate law which will govern the new entity. These enhancements will inure directly to the benefit of Florida customers. The transaction outlined herein will be made in a seamless fashion that will not adversely affect the provisioning of telecommunications services in Florida, but will in fact increase the financial strength of the entity providing telecommunications service in Florida. The proposed transaction will, therefore, promote the provisioning of innovative, high quality telecommunications services to the public and should enhance competition in the Florida telecommunications market.

Please contact the undersigned with any questions or comments regarding this transaction.

Very truly yours,

A handwritten signature in black ink, appearing to read "Norman H. Horton, Jr.", written in a cursive style.

Norman H. Horton, Jr.

cc: Beth Keating
Daniel J. Shapiro
Paul F. Guarisco

Linda Williams

To: Tommy Williams
Subject: RE:

Ok, thanks.

-----Original Message-----

From: Tommy Williams
Sent: Wednesday, June 07, 2000 7:45 AM
To: Linda Williams
Subject: RE:

No mam, just file it in information docket

-----Original Message-----

From: Linda Williams
Sent: Tuesday, June 06, 2000 5:10 PM
To: Tommy Williams
Subject:

Tommy we got a letter on behalf of Actel changing its state of incorporaton from Alabama to Delaware. Is this a new docket? Thanks.